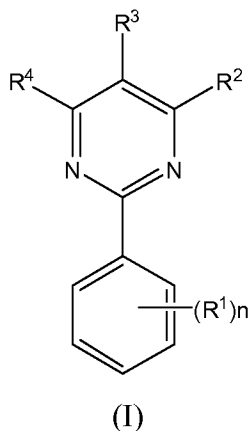


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended) A pharmaceutical composition comprising a compound of formula (I)



or a pharmaceutical acceptable salt thereof, wherein

n is 0 to 5;

R¹ is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R² is selected from the group consisting of optionally substituted cycloalkyl, optionally substituted aralkyl, -OR⁶, -S(O)_tR⁶, -N(R⁹)S(O)_tR¹⁰, -C(O)R⁶, -C(O)OR⁶, and -C(O)N(R⁷)R⁸;

R³ is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R^4 selected from the group consisting of ~~hydrogen, halo, cyanato, thiocyanato,~~ selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,~~ optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclalkyl, ~~$-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_tR^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;~~

R^6 represents ~~optionally~~ substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^7 represents H or optionally substituted alkyl;

R^8 represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^9 represents H or optionally substituted alkyl;

R^{10} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{12} represents a C_1-C_6 alkylene, ~~C_4-C_6~~ C_2-C_6 alkenylene, ~~C_4-C_6~~ C_2-C_6 alkynylene or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2,

wherein the optional substituents are independently Q^1 , where Q^1 represents alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, halo, hydroxyl, hydroxycarbonyl, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, $-R^{30}-OR^{31}$, $-R^{30}-SR^{16}$, $-R^{30}-N(R^{32})(R^{33})$, $-R^{30}-C(J)R^{34}$, $-R^{30}-C(J)OR^{31}$, $-R^{30}-C(J)N(R^{31})N(R^{32})(R^{33})$, $-R^{30}-N(R^{31})C(J)R^{34}$, $-R^{30}-N(R^{31})C(J)OR^{31}$, $-R^{30}-N(R^{31})C(J)N(R^{32})(R^{33})$, $-R^{30}-OC(J)R^{34}$, $-R^{30}-OC(J)OR^{31}$, $-R^{30}-OC(J)N(R^{32})(R^{33})$, $-Si(R^{35})_3$, $-N(R^{31})S(O)_yR^{36}$ or $-R^{30}-S(O)_yR^{36}$;

where each R^{30} is independently a direct bond or a straight or branched alkylene chain;

R^{31} and R^{34} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

R^{32} and R^{33} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

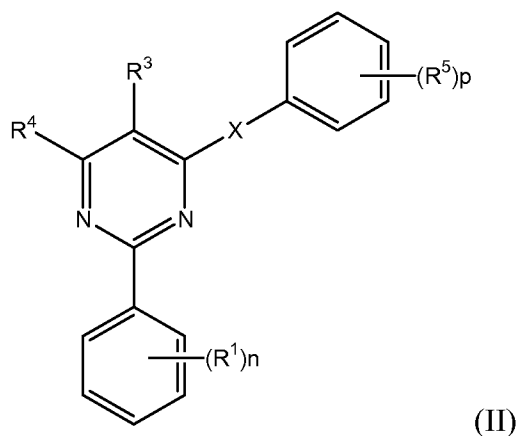
or R^{32} and R^{33} together with the nitrogen atom to which they are attached, from a heterocyclalkenyl, or heteroaryl;

R^{35} , R^{36} and R^{16} are each independently alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

each J is independently O or S; and each y is independently 0 to 2;

and a pharmaceutically acceptable excipient.

2. (Currently Amended) A pharmaceutical composition comprising the compound of formula (II)



wherein

n is 0 to 2; p is 0 to 2;

X is O, or $S(O)_r$ where r is 0 to 2;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally

substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,~~ optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_tR^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_tR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each independently H or optionally substituted alkyl;

R^{12} represents a C_1 - C_6 alkylene, C_2 - C_6 ϵ_4 - ϵ_6 alkenylene, C_2 - C_6 ϵ_4 - ϵ_6 alkynylene or C_1 - C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R²⁰ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl and where each t is independently 0 to 2

wherein the optional substituents are independently Q¹, where Q¹ represents alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, halo, hydroxyl, hydroxycarbonyl, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, -R³⁰-OR³¹, -R³⁰-SR¹⁶, -R³⁰-N(R³²)(R³³), -R³⁰-C(J)R³⁴, -R³⁰-C(J)OR³¹, -R³⁰-C(J)N(R³¹)N(R³²)(R³³), -R³⁰-N(R³¹)C(J)R³⁴, -R³⁰-N(R³¹)C(J)OR³¹, -R³⁰-N(R³¹)C(J)N(R³²)(R³³), -R³⁰-OC(J)R³⁴, -R³⁰-OC(J)OR³¹, -R³⁰-OC(J)N(R³²)(R³³), -Si(R³⁵)₃, -N(R³¹)S(O)_yR³⁶ or -R³⁰-S(O)_yR³⁶;

where each R³⁰ is independently a direct bond or a straight or branched alkylene chain;

R³¹ and R³⁴ are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

R³² and R³³ are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

or R³² and R³³ together with the nitrogen atom to which they are attached, form a heterocyclylalkenyl, or heteroaryl;

R³⁵, R³⁶ and R¹⁶ are each independently alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

each J is independently O or S; and each y is independently 0 to 2;

and a pharmaceutically acceptable excipient.

3. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0; p is 0 to 2; X is O, or S(O)_r where r is 0 to 2;

R³ is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^4 selected from the group consisting of ~~hydrogen, halo, cyanato, thiocyanato,~~ selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,~~ optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_tR^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_tR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 and R^9 are each independently H or optionally substituted alkyl; and

R^{12} represents a C_1 - C_6 alkylene, ~~C_2 - C_6 ϵ_4 - ϵ_6 alkenylene, C_2 - C_6 ϵ_4 - ϵ_6 alkynylene~~ or C_1 - C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl; and

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

4. (Currently amended) The pharmaceutical composition of claim 2 wherein n is 0 to 2; p is 0 to 2; X is O, or $S(O)_r$, where r is 0 to 2;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl,

optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, and lower aminoalkyl;

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,~~ optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$ $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_iR^{15}$ and $-R^{12}-S(O)_iN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_iR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_iR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1-C_6 alkylene, C_2-C_6 $\epsilon_4-\epsilon_6$ alkenylene, C_2-C_6 $\epsilon_4-\epsilon_6$ alkynylene or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} is represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

5. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 to 2; p is 0 to 2; X is O, or $S(O)_r$ where r is 0 to 2;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl,~~ optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-S(O)_tR^{15}$;

each R^5 independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-N(R^9)S(O)_tR^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R¹² represents a C₁-C₆ alkylene, C₂-C₆€₄-€₆ alkenylene, C₂-C₆€₄-€₆alkynylene or C₁-C₆ alkyleneoxy;

R¹³ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R¹⁴ represents H or optionally substituted alkyl;

R¹⁵ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R²⁰ represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

6. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 to 2; p is 0 to 2; X is O, or S(O)_r where r is 0 to 2;

R¹ is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R³ is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R⁴ selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,~~ optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally

substituted heterocyclalkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_tR^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1-C_6 alkylene, C_2-C_6 alkenylene, C_2-C_6 alkynylene, or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclalkyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclalkyl and

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclalkyl, and where each t is independently 0 to 2.

7. (Canceled)

8. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 or 1; p is 1 to 2; X is $S(O)_r$, where r is 0;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, lower aminoalkyl;

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl,~~ optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-S(O)_tR^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1-C_6 alkylene, $C_2-C_6C_4-C_6$ alkenylene, $C_2-C_6C_4-C_6$ alkynylene, or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

9. (Currently Amended) The pharmaceutical composition of claim 2 wherein

n is 0 or 1; p is 1 to 2; X is O;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl,

mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, alkoxy, and lower aminoalkyl;

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl,~~ optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, and $-R^{12}-S(O)_tR^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1-C_6 alkylene, C_2-C_6 $\epsilon_4-\epsilon_6$ alkenylene, C_2-C_6 $\epsilon_4-\epsilon_6$ alkynylene, or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl and

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

10. (Currently amended) The pharmaceutical composition of claim 2 wherein

n is 0 or 1; p is 1 to 2; X is $S(O)_r$, where r is 2;

R^1 is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, hydroxycarbonyl, optionally substituted alkyl, alkoxy, and aminoalkyl;

R^3 is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, lower alkoxy, and lower aminoalkyl;

R^4 selected from the group consisting of ~~hydrogen, halo,~~ cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, ~~optionally substituted alkyl,~~ optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-R^{12}-OR^{13}$, $-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-C(O)-N(R^{14})-R^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$, $-R^{12}-S(O)_tR^{15}$;

each R^5 independently selected from the group consisting of halo, cyano, nitro, hydroxyl, formyl, hydroxycarbonyl, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, $-OR^{20}$, $-S(O)_tR^{20}$, $-N(R^7)R^{20}$, $-C(O)R^{20}$, and $-C(O)OR^{20}$;

R^7 represents H or optionally substituted alkyl;

each R^9 is independently H or optionally substituted alkyl;

R^{12} represents a C_1-C_6 alkylene, $C_2-C_6C_4-C_6$ alkenylene, $C_2-C_6C_4-C_6$ alkynylene, or C_1-C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{20} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2.

11. (Previously presented) The pharmaceutical composition of claim 1 wherein each t is independently 0 or 2.
12. (Canceled)

13. (Previously Presented) The pharmaceutical composition of claim 1 wherein the optional substituents are independently Q¹, wherein Q¹ represents alkyl, alkoxy, aminoalkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, nitro, halo, hydroxyl, hydroxycarbonyl cyanato, thiocyanato, selenocyanato, trifluoromethoxy or azido.
14. (Currently Amended) A pharmaceutical composition ~~of claim 1~~ comprising a pharmaceutically acceptable excipient and a compound selected from the group consisting of:

4-(4-nitrophenoxy)-2,6-diphenylpyrimidine;
2-(4-bromophenyl)-4-phenoxy-6-phenylpyrimidine;
2,4-diphenyl-6-(4-propylphenoxy)pyrimidine;
4-(2,6-diphenylpyrimidin-4-yloxy)benzaldehyde;
4-(2,6-diphenylpyrimidin-4-yloxy)benzonitrile;
4-phenoxy-2,6-diphenylpyrimidine;
4-(2-(4-bromophenyl)-6-phenylpyrimidin-4-yloxy)benzonitrile;
2-(4-bromophenyl)-4-methyl-6-phenoxy-pyrimidine;
4-(biphenyl-4-yloxy)-2-(4-bromophenyl)-6-phenylpyrimidine;
4-(4-butylphenoxy)-2,6-diphenylpyrimidine;
4-(biphenyl-4-yloxy)-2-(4-bromophenyl)-6-methylpyrimidine;
1-(4-(2-(4-bromophenyl)-6-methylpyrimidin-4-yloxy)phenyl)ethanone;
2-(4-(biphenyl-4-yloxy)-6-methylpyrimidin-2-yl)phenol;
2-(4-bromophenyl)-4-methyl-6-(4-nitrophenoxy)pyrimidine;
2-(4-bromophenyl)-4-methyl-6-(4-propylphenoxy)pyrimidine;
4-((4-chlorophenylthio)methyl)-2-phenyl-6-(phenylthio)pyrimidine;
4-(4-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
2-phenyl-4-(phenylsulfonylmethyl)-6-(phenylthio)pyrimidine;
4-phenoxy-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;
4-(4-chlorophenylthio)-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;
4-((4-chlorophenylsulfinyl)methyl)-6-phenoxy-2-phenylpyrimidine;
4-((4-chlorophenylsulfinyl)methyl)-6-(4-chlorophenylthio)-2-phenylpyrimidine;
2-phenyl-4-(phenylsulfinylmethyl)-6-(phenylthio)pyrimidine;
4-phenoxy-2-phenyl-6-(phenylsulfonylmethyl)pyrimidine;

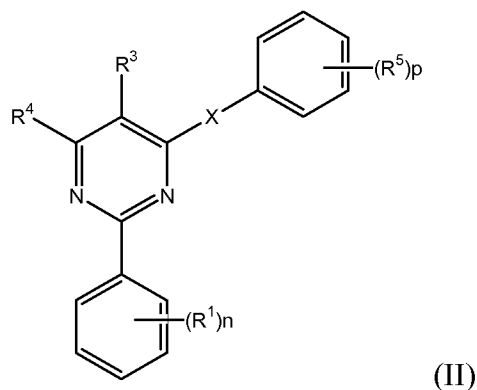
4-phenoxy-2-phenyl-6-(phenylsulfinylmethyl)pyrimidine;
4-(methylthiomethyl)-2-phenyl-6-(phenylthio)pyrimidine;
4-(methylthiomethyl)-2-phenyl-6-(3-(trifluoromethyl)phenylthio)pyrimidine;
4-(methylthiomethyl)-6-phenoxy-2-phenylpyrimidine;
4-(4-chlorophenylthio)-6-(methylsulfonylmethyl)-2-phenylpyrimidine;
methyl 2-(6-(methylsulfonylmethyl)-2-phenylpyrimidin-4-ylthio)benzoate;
4-(2,3-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(2,6-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(2,4-dichlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(4-bromophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-(methoxymethyl)-6-(4-methoxyphenylthio)-2-phenylpyrimidine;
4-(4-bromophenylthio)-2-phenyl-6-(phenylthiomethyl)pyrimidine;
4-(4-chlorophenylthio)-6-(methoxymethyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-2-phenyl-6-(p-tolylthio)pyrimidine;
4-((4-chlorophenylthio)methyl)-6-(2,6-dichlorophenylthio)-2-phenylpyrimidine;
4-(3-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(2,4-dichlorophenylthio)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(4-methoxyphenylthio)-2-phenylpyrimidine;
4-(4-chlorophenylthio)-6-((4-chlorophenylthio)methyl)-2-phenylpyrimidine;
4-((4-chlorophenylthio)methyl)-6-(4-fluorophenylthio)-2-phenylpyrimidine;
4-(4-bromophenylthio)-6-(methylsulfonylmethyl)-2-phenylpyrimidine;
methyl 4-(2,6-diphenylpyrimidin-4-yloxy)benzoate;
methyl 4-(2-(4-bromophenyl)-6-methylpyrimidin-4-yloxy)benzoate;
4-(2-(2-hydroxyphenyl)-6-methylpyrimidin-4-yloxy)benzoic acid; <u>and</u>
4-(biphenyl-4-yloxy)-6-methyl-2-phenylpyrimidine[;].

15-30. (Canceled)

31. (Previously Presented) A pharmaceutical composition comprising the composition of claim 1 and an additional active compound.
32. (Previously Presented) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from levodopa (L-dihydroxyphenylalanine), L-

aromatic amino acid decarboxylase (AADC) inhibitors and catechol O-methyl transferase (COMT) inhibitors.

33. (Original) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from an anti-inflammatory compound.
34. (Previously Presented) The pharmaceutical composition of claim 33, wherein said anti-inflammatory compound is selected from a matrix metalloproteinase inhibitor, an inhibitor of pro-inflammatory cytokines, non-steroidal anti-inflammatory drugs (NSAIDs), prostaglandin synthase inhibitors, COX-1 or COX-2 inhibitors, or corticosteroids, .
35. (Previously Presented) The pharmaceutical composition of claim 31, wherein said additional active compound is selected from an antihyperlipidemic agent; a plasma HDL-raising agent; an antihypercholesterolemic agent, such as a cholesterol biosynthesis inhibitor, e.g., an hydroxymethylglutaryl (HMG) CoA reductase inhibitor, an HMG-CoA synthase inhibitor, a squalene epoxidase inhibitor, or a squalene synthetase inhibitor; an acyl-coenzyme A cholesterol acyltransferase (ACAT) inhibitor, such as melinamide; probucol; nicotinic acid and the salts thereof and niacinamide; a cholesterol absorption inhibitor; a bile acid sequestrant anion exchange resin; an LDL (low density lipoprotein) receptor inducer; fibrates; vitamin B₆ (pyridoxine) and the pharmaceutically acceptable salts thereof; vitamin B₁₂ (cyanocobalamin); vitamin B₃; anti-oxidant vitamins; a beta-blocker; LXR α or β agonists, antagonists, or partial agonists, FXR agonists, antagonists, or partial agonists, an angiotensin II antagonist; an angiotensin converting enzyme inhibitor; and a platelet aggregation inhibitor and aspirin.
36. (Original) The pharmaceutical composition of claim 31, wherein said additional active compound comprises parathyroid hormone (PTH) or physiologically active fragment thereof.
37. (Currently Amended) A pharmaceutical composition comprising the compound of formula (II)



wherein

n is 0 to 2; p is 1; X is N(R⁷);

R¹ is hydroxyl;

R³ is ~~selected from the group consisting of~~ hydrogen or (C₃)alkenyl;

R⁴ is (C₁)alkyl;

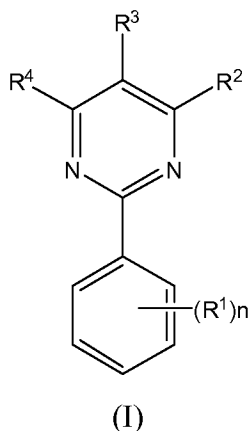
R⁵ is hydroxycarbonyl;

R⁷ is H; and

a pharmaceutically acceptable excipient.

38. (Previously Presented) The pharmaceutical composition of claim 37 wherein wherein n is 0.
39. (Currently Amended) A pharmaceutical composition of claim 37 comprising a compound selected from the group consisting of:
 - 4-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid;
 - 4-(5-allyl-6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid; and
 - 3-(6-methyl-2-phenylpyrimidin-4-ylamino)benzoic acid; ~~and~~.

40. (New) A pharmaceutical composition comprising a compound of formula (I)



or a pharmaceutical acceptable salt thereof, wherein

n is 0 to 5;

R¹ is each independently selected from the group consisting of halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, hydroxycarbonyl, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl;

R² is selected from the group consisting of optionally substituted cycloalkyl, optionally substituted aralkyl, -OR⁶, -S(O)_tR⁶, -N(R⁹)S(O)_tR¹⁰, -C(O)R⁶, -C(O)OR⁶, and -C(O)N(R⁷)R⁸;

R³ is independently selected from the group consisting of hydrogen, halo, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, hydroxyl, formyl, mercapto, alkyl, optionally substituted alkenyl, optionally substituted alkynyl, alkoxy, aminoalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocyclyl; or

R⁴ selected from the group consisting of cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, hydroxyl, formyl, mercapto, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted heterocyclylalkyl, -R¹²-OR¹³,

$-R^{12}-N(R^{14})R^{15}$, $-R^{12}-C(O)R^{13}$, $-R^{12}-C(O)OR^{15}$, $-R^{12}-N(R^{14})C(O)R^{15}$,
 $-R^{12}-N(R^{14})C(O)OR^{15}$, $-R^{12}-S(O)_tR^{15}$ and $-R^{12}-S(O)_tN(R^{14})R^{15}$;

R^6 represents substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^7 represents H or optionally substituted alkyl;

R^8 represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^9 represents H or optionally substituted alkyl;

R^{10} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{12} represents a C_1 - C_6 alkylene, C_2 - C_6 alkenylene, C_2 - C_6 alkynylene or C_1 - C_6 alkyleneoxy;

R^{13} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl;

R^{14} represents H or optionally substituted alkyl;

R^{15} represents optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl or optionally substituted heterocyclyl, and where each t is independently 0 to 2,

wherein the optional substituents are independently Q^1 , where Q^1 represents alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cyano, halo, hydroxyl, hydroxycarbonyl, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, $-R^{30}-OR^{31}$, $-R^{30}-SR^{16}$, $-R^{30}-N(R^{32})(R^{33})$, $-R^{30}-C(J)R^{34}$, $-R^{30}-C(J)OR^{31}$, $-R^{30}-C(J)N(R^{31})N(R^{32})(R^{33})$, $-R^{30}-N(R^{31})C(J)R^{34}$, $-R^{30}-N(R^{31})C(J)OR^{31}$, $-R^{30}-N(R^{31})C(J)N(R^{32})(R^{33})$, $-R^{30}-OC(J)R^{34}$, $-R^{30}-OC(J)OR^{31}$, $-R^{30}-OC(J)N(R^{32})(R^{33})$, $-Si(R^{35})_3$, $-N(R^{31})S(O)_yR^{36}$ or $-R^{30}-S(O)_yR^{36}$;

where each R^{30} is independently a direct bond or a straight or branched alkylene chain;

R^{31} and R^{34} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

R^{32} and R^{33} are each independently hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

or R³² and R³³ together with the nitrogen atom to which they are attached, from a heterocyclalkenyl, or heteroaryl;

R³⁵ R³⁶ and R¹⁶ are each independently alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl;

each J is independently O or S; and each y is independently 0 to 2;

and a pharmaceutically acceptable excipient.